

**Amendment
To the
Interconnection Agreement
Between
Birch Telecom of the South, Inc.
and
BellSouth Telecommunications, Inc.
Dated July 14, 2000**

Pursuant to this Amendment, (the "Amendment"), Birch Telecom of the South, Inc. d/b/a Birch Telecom and d/b/a Birch, collectively ("Birch"), on behalf of itself and its certificated operating affiliates identified in Part C hereof and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated July 14, 2000 ("Agreement") to be effective September 15, 2004.

WHEREAS, BellSouth and Birch entered into the Agreement on July 14, 2000, and;

WHEREAS, BellSouth and Birch are amending the Agreement to modify Local Number Portability (LNP) recovery charge pursuant to the Order in the matter of the Telephone Number Portability BellSouth Corporation Petition for Declaratory Ruling and/or Waiver, CC Docket No. 95-116, released April 13, 2004;

NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. Rates contained in Exhibit C of Attachment 2, for the following USOCs: LNPCX, LNPCP, LNPCN, and LNPCC are hereby deleted and replaced by rates contained in Exhibit 1 to this Amendment, incorporated herein by reference and shall be effective September 15, 2004 and remain in effect until October 15, 2004.
2. Effective October 15, 2004, the Parties agree to delete those rates set forth in Exhibit 1 to this Amendment.
3. All of the other provisions of the Agreement dated July 14, 2000 shall remain unchanged and in full force and effect.
4. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

PART C

Schedule of Birch Telecom of the South, Inc. (Birch) Operating Affiliates

Birch Telecom of the South, Inc. d/b/a Birch Telecom and d/b/a Birch – FL

Birch Telecom of the South, Inc. – AL, GA, KY, LA, MS, NC, SC and TN

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

BellSouth Telecommunications, Inc.

By: 

Name: Kristen E. Rowe

Title: Director

Date: 8/6/04

Birch Telecom of the South, Inc.

By: 

Name: JOHN IVANUSKA

Title: VICE PRESIDENT

Date: 8/4/04

UNBUNDLED NETWORK ELEMENTS - Alabama											Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.																
Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.																
End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.																
The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections.																
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.18										
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.18										
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPRG	LNPCP	1.62	0.00	0.00								
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00								
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPCO	LNPCX	0.18										
	2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (RES)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPFR	LNPCX	0.18										
	2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPFB	LNPCX	0.18										
	2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (PBX)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPFP	LNPCP	1.62	0.00	0.00								
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
	2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00								
	2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPB	UEPPR	LNPCX	0.18	0.00	0.00							
	4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE ISDN DS1 DIGITAL TRUNK PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPP	LNPCN	0.90										
	4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE DDITS TRUNK PORT															
	Dedicated DS1 (Interoffice Channel Mileage) - FX/FCO for 4-Wire DS1 Digital Loop with 4-Wire DDITS Trunk Port															
	Local Number Portability, per DS0 Activated			UEPDC	LNPCP	1.62	0.00	0.00	0.00							
	4-WIRE DS1 LOOP WITH CHANNELIZATION WITH PORT															
	Local Number Portability															
	Local Number Portability - 1 per port			UEPPX	LNPCP	1.62	0.00	0.00								
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - COST BASED RATES																
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
	Local Number Portability															
	Local Number Portability (1 per port)			UEP91	LNPPC	0.18										
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
	Local Number Portability															
	Local Number Portability (1 per port)			UEP95	LNPPC	0.18										
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
	Local Number Portability															
	Local Number Portability (1 per port)			UEP9D	LNPPC	0.18										
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
	Local Number Portability															
	Local Number Portability (1 per port)			UEP9E	LNPPC	0.18										

UNBUNDLED NETWORK ELEMENTS - Alabama												Attachment: 2		Exhibit: C	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l			
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN			
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo										SOMAN	SOMAN			
	Local Number Portability														
	Local Number Portability (1 per port)			UEP93	LNPCC	0.18									

UNBUNDLED NETWORK ELEMENTS - Florida											Attachment: 2		Exhibit: C					
CATEGORY	RATE ELEMENTS				Interim	Zone	BCS	USOC	RATES (\$)			Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
									First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																		
Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.																		
Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.																		
End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.																		
The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections.																		
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																		
LOCAL NUMBER PORTABILITY																		
Local Number Portability (1 per port)																		
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																		
LOCAL NUMBER PORTABILITY																		
Local Number Portability (1 per port)																		
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																		
LOCAL NUMBER PORTABILITY																		
Local Number Portability (1 per port)																		
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																		
LOCAL NUMBER PORTABILITY																		
Local Number Portability (1 per port)																		
2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT																		
LOCAL NUMBER PORTABILITY																		
Local Number Portability (1 per port)																		
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (RES)																		
LOCAL NUMBER PORTABILITY																		
Local Number Portability (1 per port)																		
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)																		
LOCAL NUMBER PORTABILITY																		
Local Number Portability (1 per port)																		
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (PBX)																		
LOCAL NUMBER PORTABILITY																		
Local Number Portability (1 per port)																		
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																		
2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT																		
LOCAL NUMBER PORTABILITY																		
Local Number Portability (1 per port)																		
2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT																		
LOCAL NUMBER PORTABILITY																		
Local Number Portability (1 per port)																		
4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE ISDN DS1 DIGITAL TRUNK PORT																		
LOCAL NUMBER PORTABILITY																		
Local Number Portability (1 per port)																		
4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE DDITS TRUNK PORT																		
Dedicated DS1 (Interoffice Channel Mileage) - FX/FCO for 4-Wire DS1 Digital Loop with 4-Wire DDITS Trunk Port																		
Local Number Portability, per DS0 Activated																		
4-WIRE DS1 LOOP WITH CHANNELIZATION WITH PORT																		
LOCAL NUMBER PORTABILITY																		
Local Number Portability - 1 per port																		
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - COST BASED RATES																		
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																		
LOCAL NUMBER PORTABILITY																		
Local Number Portability (1 per port)																		
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																		
LOCAL NUMBER PORTABILITY																		
Local Number Portability (1 per port)																		
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																		
LOCAL NUMBER PORTABILITY																		
Local Number Portability (1 per port)																		
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																		
LOCAL NUMBER PORTABILITY																		
Local Number Portability (1 per port)																		
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																		
LOCAL NUMBER PORTABILITY																		
Local Number Portability (1 per port)																		

UNBUNDLED NETWORK ELEMENTS - Georgia												Attachment: 2		Exhibit: C			
CATEGORY		RATE ELEMENTS		Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
									First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	
Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.																	
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The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections.																	
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)						UEPRX	LNPCX	0.18									
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)						UEPBX	LNPCX	0.18									
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)						UEPRG	LNPCP	1.62	0.00	0.00							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)						UEPPX	LNPCP	1.62	0.00	0.00							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)						UEPCO	LNPCX	0.18									
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (RES)																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)						UEPFR	LNPCX	0.18									
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)						UEPFB	LNPCX	0.18									
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (PBX)																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)						UEPFP	LNPCP	1.62	0.00	0.00							
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	
2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)						UEPPX	LNPCP	1.62	0.00	0.00							
2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)						UEPPB	UEPPR	LNPCX	0.18	0.00	0.00						
4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE ISDN DS1 DIGITAL TRUNK PORT																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)						UEPPP	LNPCN	0.90									
4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE DDITS TRUNK PORT																	
Dedicated DS1 (Interoffice Channel Mileage) - FX/FCO for 4-Wire DS1 Digital Loop with 4-Wire DDITS Trunk Port																	
Local Number Portability, per DS0 Activated						UEPDC	LNPCP	1.62									
4-WIRE DS1 LOOP WITH CHANNELIZATION WITH PORT																	
Local Number Portability																	
Local Number Portability - 1 per port						UEPPX	LNPCP	1.62	0.00	0.00							
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - COST BASED RATES																	
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)						UEP91	LNPCC	0.18									
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)						UEP95	LNPCC	0.18									
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)						UEP9D	LNPCC	0.18									

UNBUNDLED NETWORK ELEMENTS - Kentucky										Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l			
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.															
Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.															
End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.															
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2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
LOCAL NUMBER PORTABILITY															
Local Number Portability (1 per port)															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
LOCAL NUMBER PORTABILITY															
Local Number Portability (1 per port)															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)															
LOCAL NUMBER PORTABILITY															
Local Number Portability (1 per port)															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
LOCAL NUMBER PORTABILITY															
Local Number Portability (1 per port)															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT															
LOCAL NUMBER PORTABILITY															
Local Number Portability (1 per port)															
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (RES)															
LOCAL NUMBER PORTABILITY															
Local Number Portability (1 per port)															
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)															
LOCAL NUMBER PORTABILITY															
Local Number Portability (1 per port)															
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (PBX)															
LOCAL NUMBER PORTABILITY															
Local Number Portability (1 per port)															
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT															
LOCAL NUMBER PORTABILITY															
Local Number Portability (1 per port)															
2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT															
LOCAL NUMBER PORTABILITY															
Local Number Portability (1 per port)															
4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE ISDN DS1 DIGITAL TRUNK PORT															
LOCAL NUMBER PORTABILITY															
Local Number Portability (1 per port)															
4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE DDITS TRUNK PORT															
Dedicated DS1 (Interoffice Channel Mileage) - FX/FCO for 4-Wire DS1 Digital Loop with 4-Wire DDITS Trunk Port															
Local Number Portability, per DS0 Activated															
4-WIRE DS1 LOOP WITH CHANNELIZATION WITH PORT															
LOCAL NUMBER PORTABILITY															
Local Number Portability - 1 per port															
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - COST BASED RATES															
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
LOCAL NUMBER PORTABILITY															
Local Number Portability (1 per port)															
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
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Local Number Portability (1 per port)															
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
LOCAL NUMBER PORTABILITY															
Local Number Portability (1 per port)															
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
LOCAL NUMBER PORTABILITY															
Local Number Portability (1 per port)															

UNBUNDLED NETWORK ELEMENTS - Kentucky												Attachment: 2		Exhibit: C	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l			
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN			
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo										SOMAN	SOMAN			
	Local Number Portability														
	Local Number Portability (1 per port)			UEP93	LNPCC	0.18									

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UNBUNDLED NETWORK ELEMENTS - Louisiana												Attachment: 2		Exhibit: C	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l			
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN			
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo										SOMAN	SOMAN			
	Local Number Portability														
	Local Number Portability (1 per port)			UEP93	LNPCC	0.18									

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UNBUNDLED NETWORK ELEMENTS - Mississippi											Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l				
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
	Local Number Portability															
	Local Number Portability (1 per port)															
				UEP93	LNPCC	0.18										

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UNBUNDLED NETWORK ELEMENTS - Florida												Attachment: 2		Exhibit: C		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT LOOP COMBINATIONS - MARKET RATES																
Market Rates shall apply where BellSouth is not required to provide unbundled local switching or switch ports per FCC and/or State Commission rules.																
This includes:																
Unbundled port/loop combinations that are Currently Combined or Not Currently Combined in Zone 1 of the Top 8 MSAs in BellSouth's region for end users with 4 or more DS0 equivalent lines.																
The Top 8 MSAs in BellSouth's region are: FL (Orlando, Ft. Lauderdale, Miami); GA (Atlanta); LA (New Orleans); NC (Greensboro-Winston Salem-Highpoint/Charlotte-Gastonia-Rock Hill); TN (Nashville).																
BellSouth currently is developing the billing capability to mechanically bill the recurring and non-recurring Market Rates in this section except for nonrecurring charges for not currently combined in FL and NC. In the interim where BellSouth cannot bill Market Rates, BellSouth shall bill the rates in the Cost-Based section preceding in lieu of the Market Rates and reserves the right to true-up the billing difference.																
The Market Rate for unbundled ports includes all available features in all states.																
End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations which have a flat rate usage charge (USOC: URECU).																
For Not Currently Combined scenarios the Nonrecurring charges are listed in the First and Additional NRC columns for each Port USOC. For Currently Combined scenarios, the Nonrecurring charges are listed in the NRC - Currently Combined section.																
Additional NRCs may apply also and are categorized accordingly.																
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.18										
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.18										
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPRG	LNPCP	1.62	0.00	0.00								
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00								
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPCO	LNPCX	0.18										
	2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (RES)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPFR	LNPCX	0.18										
	2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPFB	LNPCX	0.18										
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEFPF	LNPCP	1.62	0.00	0.00			11.90					
UNBUNDLED PORT/LOOP COMBINATIONS - MARKET BASED RATES																
	2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00								
	2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPB	UEPPR	LNPCX	0.18	0.00	0.00							
	4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE ISDN DS1 DIGITAL TRUNK PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPP	LNPCN	0.90										
	4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE DDITS TRUNK PORT															
	FX/FCO for 4-Wire DS1 Digital Loop with 4-Wire DDITS Trunk Port															
	Local Number Portability, per DS0 Activated			UEPDC	LNPCP	1.62	0.00	0.00	0.00							
	4-WIRE DS1 LOOP WITH CHANNELIZATION WITH PORT															
	Local Number Portability															
	Local Number Portability - 1 per port			UEPPX	LNPCP	1.62	0.00	0.00								
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - MARKET RATES																
1. Market Rates are applied where BellSouth is not required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.																
2. Recurring Charges for all Standard Centrex and Centrex Control Features are Included in the Market Rate																
3. End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.																
4. The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections. Additional NRCs may apply also and are categorized accordingly.																

UNBUNDLED NETWORK ELEMENTS - Florida												Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS					Interim	Zone	BCS	USOC	RATES (\$)		Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
									Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)			
										First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																
	Local Number Portability																
		Local Number Portability (1 per port)					UEP91	LN PCC	0.18								
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																
	Local Number Portability																
		Local Number Portability (1 per port)					UEP95	LN PCC	0.18								
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																
	Local Number Portability																
		Local Number Portability (1 per port)					UEP9D	LN PCC	0.18								
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																
	Local Number Portability																
		Local Number Portability (1 per port)					UEP9E	LN PCC	0.18								

UNBUNDLED NETWORK ELEMENTS - Georgia												Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)						
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	
UNBUNDLED PORT LOOP COMBINATIONS - MARKET RATES																	
Market Rates shall apply where BellSouth is not required to provide unbundled local switching or switch ports per FCC and/or State Commission rules.																	
This includes:																	
Unbundled port/loop combinations that are Currently Combined or Not Currently Combined in Zone 1 of the Top 8 MSAs in BellSouth's region for end users with 4 or more DS0 equivalent lines.																	
The Top 8 MSAs in BellSouth's region are: FL (Orlando, Ft. Lauderdale, Miami); GA (Atlanta); LA (New Orleans); NC (Greensboro-Winston Salem-Highpoint/Charlotte-Gastonia-Rock Hill); TN (Nashville).																	
BellSouth currently is developing the billing capability to mechanically bill the recurring and non-recurring Market Rates in this section except for nonrecurring charges for not currently combined in FL and NC. In the interim where BellSouth cannot bill Market Rates, BellSouth shall bill the rates in the Cost-Based section preceding in lieu of the Market Rates and reserves the right to true-up the billing difference.																	
The Market Rate for unbundled ports includes all available features in all states.																	
End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations which have a flat rate usage charge (USOC: URECU).																	
For Not Currently Combined scenarios the Nonrecurring charges are listed in the First and Additional NRC columns for each Port USOC. For Currently Combined scenarios, the Nonrecurring charges are listed in the NRC - Currently Combined section.																	
Additional NRCs may apply also and are categorized accordingly.																	
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)																	
UEPRX LNPCX 0.18																	
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)																	
UEPBX LNPCX 0.18																	
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)																	
UEPRG LNPCP 1.62 0.00 0.00																	
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)																	
UEPPX LNPCP 1.62 0.00 0.00																	
2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)																	
UEPCO LNPCX 0.18																	
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (RES)																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)																	
UEPFR LNPCX 0.18																	
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)																	
UEPFB LNPCX 0.18																	
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)																	
UEPFP LNPCP 1.62 0.00 0.00 33.67 7.88 11.17 3.91																	
UNBUNDLED PORT/LOOP COMBINATIONS - MARKET BASED RATES																	
2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)																	
UEPPX LNPCP 1.62 0.00 0.00																	
2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT																	
LOCAL NUMBER PORTABILITY																	
4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE ISDN DS1 DIGITAL TRUNK PORT																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port)																	
UEPPP LNPCN 0.90																	
4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE DDITS TRUNK PORT																	
FX/FCO for 4-Wire DS1 Digital Loop with 4-Wire DDITS Trunk Port																	
Local Number Portability, per DS0 Activated																	
UEPDC LNPCP 1.62																	
4-WIRE DS1 LOOP WITH CHANNELIZATION WITH PORT																	
Local Number Portability																	
Local Number Portability - 1 per port																	
UEPPX LNPCP 1.62 0.00 0.00																	
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - MARKET RATES																	
1. Market Rates are applied where BellSouth is not required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.																	
2. Recurring Charges for all Standard Centrex and Centrex Control Features are Included in the Market Rate																	
3. End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.																	
4. The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections. Additional NRCs may apply also and are categorized accordingly.																	
UNE-P CENTREX - 1AESS - (Valid in AL,FL,GA,KY,LA,MS,&TN only)																	

UNBUNDLED NETWORK ELEMENTS - Georgia												Attachment: 2		Exhibit: C		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
	Local Number Portability															
	Local Number Portability (1 per port)			UEP91	LNPCC	0.18										
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
	Local Number Portability															
	Local Number Portability (1 per port)			UEP95	LNPCC	0.18										
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
	Local Number Portability															
	Local Number Portability (1 per port)			UEP9D	LNPCC	0.18										

UNBUNDLED NETWORK ELEMENTS - Louisiana												Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	
UNBUNDLED PORT LOOP COMBINATIONS - MARKET RATES																	
Market Rates shall apply where BellSouth is not required to provide unbundled local switching or switch ports per FCC and/or State Commission rules.																	
This includes:																	
Unbundled port/loop combinations that are Currently Combined or Not Currently Combined in Zone 1 of the Top 8 MSAs in BellSouth's region for end users with 4 or more DS0 equivalent lines.																	
The Top 8 MSAs in BellSouth's region are: FL (Orlando, Ft. Lauderdale, Miami); GA (Atlanta); LA (New Orleans); NC (Greensboro-Winston Salem-Highpoint/Charlotte-Gastonia-Rock Hill); TN (Nashville).																	
BellSouth currently is developing the billing capability to mechanically bill the recurring and non-recurring Market Rates in this section except for nonrecurring charges for not currently combined in FL and NC. In the interim where BellSouth cannot bill Market Rates, BellSouth shall bill the rates in the Cost-Based section preceding in lieu of the Market Rates and reserves the right to true-up the billing difference.																	
The Market Rate for unbundled ports includes all available features in all states.																	
End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations which have a flat rate usage charge (USOC: URECU).																	
For Not Currently Combined scenarios the Nonrecurring charges are listed in the First and Additional NRC columns for each Port USOC. For Currently Combined scenarios, the Nonrecurring charges are listed in the NRC - Currently Combined section.																	
Additional NRCs may apply also and are categorized accordingly.																	
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																
	LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.18											
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																
	LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.18											
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																
	LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPRG	LNPCP	1.62											
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																
	LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00									
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT																
	LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPCO	LNPCX	0.18											
	LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPFR	LNPCX	0.18											
	2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)																
	LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPFB	LNPCX	0.18											
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																
	LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPFP	LNPCP	1.62	0.00	0.00			15.20						
UNBUNDLED PORT/LOOP COMBINATIONS - MARKET BASED RATES																	
	2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT																
	LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00									
	2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT																
	LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPPB	UEPPR	LNPCX	0.18	0.00	0.00								
	4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE ISDN DS1 DIGITAL TRUNK PORT																
	LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPPP	LNPCN	0.90											
	4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE DDITS TRUNK PORT																
	FX/FCO for 4-Wire DS1 Digital Loop with 4-Wire DDITS Trunk Port																
	Local Number Portability, per DS0 Activated			UEPDC	LNPCP	1.62	0.00	0.00									
	4-WIRE DS1 LOOP WITH CHANNELIZATION WITH PORT																
	Local Number Portability																
	Local Number Portability - 1 per port			UEPPX	LNPCP	1.62	0.00	0.00									
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - MARKET RATES																	
1. Market Rates are applied where BellSouth is not required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.																	
2. Recurring Charges for all Standard Centrex and Centrex Control Features are Included in the Market Rate																	
3. End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.																	
4. The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections. Additional NRCs may apply also and are categorized accordingly.																	
UNE-P CENTREX - 1AESS - (Valid in AL,FL,GA,KY,LA,MS,&TN only)																	

UNBUNDLED NETWORK ELEMENTS - Louisiana											Attachment: 2		Exhibit: C					
CATEGORY	RATE ELEMENTS				Interim	Zone	BCS	USOC	RATES (\$)		Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
									First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																	
	Local Number Portability																	
		Local Number Portability (1 per port)					UEP91	LN PCC	0.18									
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																	
	Local Number Portability																	
		Local Number Portability (1 per port)					UEP95	LN PCC	0.18									
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																	
	Local Number Portability																	
		Local Number Portability (1 per port)					UEP9D	LN PCC	0.18									
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																	
	Local Number Portability																	
		Local Number Portability (1 per port)					UEP9E	LN PCC	0.18									
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																	
	Local Number Portability																	
		Local Number Portability (1 per port)					UEP93	LN PCC	0.18									

UNBUNDLED NETWORK ELEMENTS - North Carolina											Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT LOOP COMBINATIONS - MARKET RATES																
Market Rates shall apply where BellSouth is not required to provide unbundled local switching or switch ports per FCC and/or State Commission rules.																
This includes:																
Unbundled port/loop combinations that are Currently Combined or Not Currently Combined in Zone 1 of the Top 8 MSAs in BellSouth's region for end users with 4 or more DS0 equivalent lines.																
The Top 8 MSAs in BellSouth's region are: FL (Orlando, Ft. Lauderdale, Miami); GA (Atlanta); LA (New Orleans); NC (Greensboro-Winston Salem-Highpoint/Charlotte-Gastonia-Rock Hill); TN (Nashville).																
BellSouth currently is developing the billing capability to mechanically bill the recurring and non-recurring Market Rates in this section except for nonrecurring charges for not currently combined in FL and NC. In the interim where BellSouth cannot bill Market Rates, BellSouth shall bill the rates in the Cost-Based section preceding in lieu of the Market Rates and reserves the right to true-up the billing difference.																
The Market Rate for unbundled ports includes all available features in all states.																
End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations which have a flat rate usage charge (USOC: URECU).																
For Not Currently Combined scenarios the Nonrecurring charges are listed in the First and Additional NRC columns for each Port USOC. For Currently Combined scenarios, the Nonrecurring charges are listed in the NRC - Currently Combined section.																
Additional NRCs may apply also and are categorized accordingly.																
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.18										
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.18										
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPRG	LNPCP	1.62	0.00	0.00								
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00								
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPCO	LNPCX	0.18										
	2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (RES)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPFR	LNPCX	0.18										
	2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPFB	LNPCX	0.18										
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPF	LNPCP	1.62	0.00	0.00				40.18	9.45			
UNBUNDLED PORT/LOOP COMBINATIONS - MARKET BASED RATES																
	2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00								
	2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPB	UEPPR	LNPCX	0.18	0.00	0.00							
	4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE ISDN DS1 DIGITAL TRUNK PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPP	LNPCN	0.90										
	4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE DDITS TRUNK PORT															
	FX/FCO for 4-Wire DS1 Digital Loop with 4-Wire DDITS Trunk Port															
	Local Number Portability, per DS0 Activated			UEPDC	LNPCP	1.62	0.00	0.00	0.00							
	4-WIRE DS1 LOOP WITH CHANNELIZATION WITH PORT															
	Local Number Portability															
	Local Number Portability - 1 per port			UEPPX	LNPCP	1.62	0.00	0.00								
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - MARKET RATES																
1. Market Rates are applied where BellSouth is not required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.																
2. Recurring Charges for all Standard Centrex and Centrex Control Features are Included in the Market Rate																
3. End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.																
4. The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections. Additional NRCs may apply also and are categorized accordingly.																

UNBUNDLED NETWORK ELEMENTS - North Carolina											Attachment: 2		Exhibit: C		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo														
	Local Number Portability														
	Local Number Portability (1 per port)			UEP95	LNPCC	0.18									
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo														
	Local Number Portability														
	Local Number Portability (1 per port)			UEP9D	LNPCC	0.18									

UNBUNDLED NETWORK ELEMENTS - Tennessee												Attachment: 2		Exhibit: C		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First	Add'l	OSS Rates (\$)					
											SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT LOOP COMBINATIONS - MARKET RATES																
Market Rates shall apply where BellSouth is not required to provide unbundled local switching or switch ports per FCC and/or State Commission rules.																
This includes:																
Unbundled port/loop combinations that are Currently Combined or Not Currently Combined in Zone 1 of the Top 8 MSAs in BellSouth's region for end users with 4 or more DS0 equivalent lines.																
The Top 8 MSAs in BellSouth's region are: FL (Orlando, Ft. Lauderdale, Miami); GA (Atlanta); LA (New Orleans); NC (Greensboro-Winston Salem-Highpoint/Charlotte-Gastonia-Rock Hill); TN (Nashville).																
BellSouth currently is developing the billing capability to mechanically bill the recurring and non-recurring Market Rates in this section except for nonrecurring charges for not currently combined in FL and NC. In the interim where BellSouth cannot bill Market Rates, BellSouth shall bill the rates in the Cost-Based section preceding in lieu of the Market Rates and reserves the right to true-up the billing difference.																
The Market Rate for unbundled ports includes all available features in all states.																
End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations which have a flat rate usage charge (USOC: URECU).																
For Not Currently Combined scenarios the Nonrecurring charges are listed in the First and Additional NRC columns for each Port USOC. For Currently Combined scenarios, the Nonrecurring charges are listed in the NRC - Currently Combined section.																
Additional NRCs may apply also and are categorized accordingly.																
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.18										
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.18										
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPRG	LNPCP	1.62	0.00	0.00								
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00								
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPCO	LNPCX	0.18										
	2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (RES)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPFR	LNPCX	0.18										
	2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPFB	LNPCX	0.18										
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPFP	LNPCP	1.62	0.00	0.00			15.69					
UNBUNDLED PORT/LOOP COMBINATIONS - MARKET BASED RATES																
	2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00								
	2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPB	UEPPR	LNPCX	0.18	0.00	0.00							
	4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE ISDN DS1 DIGITAL TRUNK PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPP	LNPCN	0.90										
	4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE DDITS TRUNK PORT															
	FX/FCO for 4-Wire DS1 Digital Loop with 4-Wire DDITS Trunk Port															
	Local Number Portability, per DS0 Activated			UEPDC	LNPCP	1.62	0.00	0.00								
	4-WIRE DS1 LOOP WITH CHANNELIZATION WITH PORT															
	Local Number Portability															
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - MARKET RATES																
1. Market Rates are applied where BellSouth is not required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.																
2. Recurring Charges for all Standard Centrex and Centrex Control Features are Included in the Market Rate																
3. End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.																
4. The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections. Additional NRCs may apply also and are categorized accordingly.																
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															

UNBUNDLED NETWORK ELEMENTS - Tennessee												Attachment: 2		Exhibit: C		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First	Add'l	OSS Rates (\$)					
											SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Local Number Portability															
	Local Number Portability (1 per port)			UEP91	LNPCC	0.18										
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
	Local Number Portability															
	Local Number Portability (1 per port)			UEP95	LNPCC	0.18										
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
	Local Number Portability															
	Local Number Portability (1 per port)			UEP9D	LNPCC	0.18										
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
	Local Number Portability															
	Local Number Portability (1 per port)			UEP9E	LNPCC	0.18										
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
	Local Number Portability															
	Local Number Portability (1 per port)			UEP93	LNPCC	0.18										